

EXHIBIT A

Page 1

1 UNITED STATES BANKRUPTCY COURT
2 SOUTHERN DISTRICT OF NEW YORK
3 Case No. 19-23013

4 - - - - - x

5 In the Matter of:

6

7 53 STANHOPE LLC,

8

9 Debtor.

10 - - - - - x

11

12 United States Bankruptcy Court
13 300 Quarropas Street
14 White Plains, NY 10601

15

16 July 23, 2019

17 2:40 PM

18

19 341 Meeting of Creditors

20

21

22

23 B E F O R E :

24 SERENE NAKANO

25 Trustee

1 P R O C E E D I N G S

2 MS. NAKANO: Today is July 23, 2019. The time is
3 now 2:40 p.m. This is the meeting of creditors of the
4 jointly administered cases of In Re Stanhope LLC et al.,
5 Lead Case Number 19-23013, RDD. My name is Serene Nakano,
6 and I'm an attorney with the U.S. Trustee's office, and I'll
7 be presiding over today's meeting of creditors. At this
8 time I'd like to swear the Debtor's representative. Sir,
9 could you please raise your right hand? Do you solemnly
10 swear or affirm to tell the truth, the whole truth, and
11 nothing but the truth?

12 MR. GOLDWASSER: I do affirm.

13 MS. NAKANO: Thank you. Could you please state
14 your full name and spell your last name?

15 MR. GOLDWASSER: David Goldwasser, G-O-L-D-W-A-S-
16 S-E-R.

17 MS. NAKANO: Mr. Goldwasser, I just have some
18 instructions before we get started. If you could -- as you
19 can see, this meeting's being recorded. If you could allow
20 me to finish asking a question before you jump in with an
21 answer, we'll have a clear record. The machine can't take
22 down a shake of the head or a nod as a response. It's
23 necessary for you to respond verbally. If you don't
24 understand the question I'm asking, just ask me to rephrase
25 it, and I'll do my best.

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1 And finally, I would request that the witness,
2 rather than counsel, respond to questions. If, however, the
3 witness needs to consult with counsel, that's perfectly
4 fine. Do you understand my instructions?.

5 MR. GOLDWASSER: Yes, I do.

6 MS. NAKANO: At this time I'd like to take
7 appearances.

8 MR. FRANKEL: Mark Frankel, Backenroth, Frankel &
9 Krinsky, attorneys for the Debtor, Debtors.

10 MR. FLIMAN: Daniel Fliman with Stroock Stroock &
11 Lavan on behalf of Brooklyn Lender.

12 MS. NAKANO: All right. Mr. Goldwasser, what is
13 the lead Debtor's business address?

14 MR. GOLDWASSER: 116 Nostrand Avenue, Brooklyn,
15 New York, 11205.

16 MS. NAKANO: And sir, are there 18 Debtors
17 altogether?

18 MR. GOLDWASSER: Yes, there are.

19 MS. NAKANO: Is each of the Debtors a limited
20 liability company formed under New York law?

21 MR. GOLDWASSER: To the best of my knowledge, yes.

22 MS. NAKANO: Are you an organizer or a member of
23 each of the Debtors.

24 MR. GOLDWASSER: I am not.

25 MS. NAKANO: Okay, I'll be asking you some

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1 questions about your authority to appear on behalf of the
2 Debtors in a moment.

3 MR. GOLDWASSER: Absolutely.

4 MS. NAKANO: Sir, I have before you a notebook
5 marked as U.S. Trustee Exhibit 1. Have you had a chance to
6 review the documents in the notebook before testifying here
7 today.

8 MR. GOLDWASSER: I did have a chance to review the
9 documents in the notebook.

10 MS. NAKANO: And sir, are these true and correct
11 copies of the Debtor's petition and schedules in these
12 cases?

13 MR. GOLDWASSER: These are true and correct copies
14 of the petitions which were filed, of which I may mention we
15 might make a few amendments due to my research, post-the
16 filing of some information. Not much.

17 MS. NAKANO: Okay, we'll get into the amendments
18 in a moment. So are these true and correct copies of the
19 Debtor's petitions and schedules?

20 MR. GOLDWASSER: Yes, the ones we filed, correct.

21 MS. NAKANO: And did you sign the originals of the
22 petitions and schedules?

23 MR. GOLDWASSER: I believe I signed the originals
24 and the petitions.

25 MS. NAKANO: Did you read these documents before

1 you signed them?

2 MR. GOLDWASSER: I did go through the documents
3 and read them before I signed them.

4 MS. NAKANO: Sir, I'd like to direct your
5 attention to Tab 1, Docket Number 19-23013, ECF Number 81.

6 MR. GOLDWASSER: Mm hmm. Oh, okay, I'm sorry.

7 MS. NAKANO: This document is entitled "Statement
8 Regarding Authority to Sign and File Petitions", is that
9 correct?

10 MR. GOLDWASSER: Yes.

11 MS. NAKANO: Did you sign such a document with
12 respect to each of the 18 Debtors?

13 MR. GOLDWASSER: I believe I did, yes.

14 MS. NAKANO: Sir, are you familiar with someone
15 named Chaskiel, C-H-A-S-K-I-E-L, Strulovitch, S-T-R-U-L-O-V-
16 I-T-C-H?

17 MR. GOLDWASSER: I am.

18 MS. NAKANO: Who is Mr. Strulovitch?

19 MR. GOLDWASSER: He is the equity member of each
20 one of these entities.

21 MS. NAKANO: Okay. Is he the hundred percent
22 member of each of the Debtors, with the exception of D&W
23 Real Estate Spring, LLC, Mesarole and Lorimer, LLC, and 167
24 Hart, LLC?

25 MR. GOLDWASSER: I believe there are three or four

1 of the entities of which he is either a 99 percent or 95
2 percent member, and the balance of them, he is a 100 percent
3 member.

4 MS. NAKANO: Okay, just to verify those three
5 Debtors that I made reference to, D&W Real Estate Spring,
6 LLC is behind Tab 13.

7 MR. GOLDWASSER: Sure.

8 MS. NAKANO: And I'm showing you Document Number
9 8.

10 MR. GOLDWASSER: Yes.

11 MS. NAKANO: And who is listed on Document 8?

12 MR. GOLDWASSER: Mr. Strulovitch, as you brought
13 up before, and then a Mr. Wagshal, who is listed as a one
14 percent member.

15 MS. NAKANO: Okay, who's Mr. Wagshal?

16 MR. GOLDWASSER: Another principal of this Debtor.

17 MS. NAKANO: All right, do you know him
18 personally?

19 MR. GOLDWASSER: I have not actually met him.

20 MS. NAKANO: Okay, and Meserole, well, before we,
21 before we leave that --

22 MR. GOLDWASSER: Sure.

23 MS. NAKANO: Why don't we go through the rest of
24 these, Meserole & Lorimer is at Tab 14.

25 MR. GOLDWASSER: Yes.

1 MS. NAKANO: And who's listed as equity holders?

2 MR. GOLDWASSER: Joshua Wagshal as well.

3 MS. NAKANO: Okay, and what is his percentage
4 interest?

5 MR. GOLDWASSER: One percent.

6 MS. NAKANO: The third Debtor I mentioned was 167
7 Hart, LLC, behind Tab 18.

8 MR. GOLDWASSER: Yes, yes.

9 MS. NAKANO: Who's listed as equity holders?

10 MR. GOLDWASSER: Listed here is Chaskiel
11 Jacobowitz, and Nachman Strulovitch. This was a mis-type on
12 the entry, which is why I asked you to review the documents
13 before, and going through all of the documentation, this is
14 one of the documents we have to amend.

15 MS. NAKANO: Okay.

16 MR. GOLDWASSER: I don't have the -- I believe
17 it's 100 percent, or it's 95 and 5, with Mr. Chaskiel
18 Strulovitch, and these names were interposed, again, with
19 all the document preparation there was bound to be a mistake
20 somewhere. But yes, in going through them, that's why we
21 want to provide all the document properly. This is one that
22 has to be amended.

23 MS. NAKANO: All right, sir, I'd like to drag your
24 attention to the LLC, of which Mr. Strulovitch, Mr. Chaskiel
25 Strulovitch was the hundred percent member.

1 MR. GOLDWASSER: Yes.

2 MS. NAKANO: Did he execute any documents
3 authorizing G&C Realty to act on behalf of the companies?

4 MR. GOLDWASSER: Yes, I believe we have a document
5 executed, which we'll be able to provide, showing that I was
6 approved to sign on behalf of the bankruptcy case.

7 MS. NAKANO: And with respect to the -- let's take
8 D&W Real Estate Spring, which was Tab 13, how did G&C Realty
9 become authorized to act on behalf of --

10 MR. GOLDWASSER: So Mr. Strulovitch executed again
11 in his operating agreements, and gives him as managing
12 member of the authority to act on behalf of the entity for
13 any and all financing and/or issues of such, so that he
14 could appoint somebody to manage the process for him.

15 MS. NAKANO: Okay, we'd like a copy of that
16 (indiscernible).

17 MR. GOLDWASSER: Of course, that's part of the
18 overall production dump. This will look small.

19 MS. NAKANO: All right. And then Debtor Meserole
20 & Wagshal --

21 MR. GOLDWASSER: Yes.

22 MS. NAKANO: Which was behind Tab 14, how was G&C
23 Realty authorized to act on behalf of that Debtor.

24 MR. GOLDWASSER: In the same vein, where Mr.
25 Strulovitch is the managing member, and has the authority to

1 appoint somebody to act in this capacity as manager.

2 MS. NAKANO: Pursuant to the operating agreement.

3 MR. GOLDWASSER: Pursuant to the operating
4 agreement, yes, I'm sorry.

5 MS. NAKANO: Okay, so we'd like a copy of that as
6 well.

7 MR. GOLDWASSER: (indiscernible), yes, absolutely.

8 MS. NAKANO: Tab 14, Mesarole & Lorimer, LLC, in
9 which Mr. Strulovitch and Joshua Wagshal were members, who
10 authorized G&C Realty to act on behalf of that Debtor.

11 MR. GOLDWASSER: We just did that one.

12 MS. NAKANO: Oh, I apologize. Tab 18, then --

13 MR. GOLDWASSER: Yes.

14 MS. NAKANO: Which is 167 Hart, LLC.

15 MR. GOLDWASSER: So when that's going to be
16 corrected, it's still Mr. Strulovitch who had the managing -
17 - is the managing member and has the authority to sign on
18 behalf.

19 MS. NAKANO: Was he hundred percent member?

20 MR. GOLDWASSER: I believe it's 95 and 5, but I
21 don't want to give the testimony on the record until I
22 provide the documentation and amend the statement.

23 MS. NAKANO: Okay. Now, I believe with respect to
24 119 Rogers, LLC, which is Tab 3, I didn't see a list of
25 equity secured holders filed for that Debtor.

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1 MR. GOLDWASSER: Okay, then we've got an
2 oversight. Mark, can you please make a note of that?

3 MR. FRANKEL: Okay. I'm just checking to see
4 whether it was filed and just not given, or whether it
5 wasn't filed at all. I think Document 8 there was a
6 resolution, but I may not have made it through the copying,
7 I don't know. I can show it to you. Oh, you meant as
8 equity security -- oh, I'm sorry, I was looking at the wrong
9 thing.

10 MR. GOLDWASSER: (indiscernible)

11 MR. FRANKEL: (indiscernible)

12 MS. NAKANO: Yeah, so can you file that, please?

13 MR. FRANKEL: Yes.

14 MS. NAKANO: All right, going back to Tab 8, which
15 is CNY.

16 MR. GOLDWASSER: Tab 8 I have here as
17 (indiscernible), yeah.

18 MS. NAKANO: Yeah, this is behind Tab 7. The CNY
19 Debtor, Chaskiel Strulovitch is listed as the 510 percent
20 number.

21 MR. GOLDWASSER: He likes to feel important. That
22 was an oversight, we will correct that.

23 MS. NAKANO: Is he hundred percent?

24 MR. GOLDWASSER: I believe he's a hundred percent,
25 yes.

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1 MS. NAKANO: Now, statements of financial affairs
2 have been filed for two Debtors, I think it was 92 South
3 4th, and 106 Kingston, but the remaining Debtors have not
4 filed their statements of financial affairs, is that
5 correct?

6 MR. GOLDWASSER: I think that those may have been
7 inadvertently filed, because I don't recall getting all the
8 information for it yet. Were they filed with no information
9 on them?

10 MS. NAKANO: I didn't see them.

11 MR. GOLDWASSER: Then I'll check and see.

12 MS. NAKANO: Yeah, it said that they were filed.

13 MR. GOLDWASSER: If they were, they have to be
14 replaced with statements of financial affairs that actually
15 have information on them.

16 MR. FRANKEL: Yep, here they are.

17 MS. NAKANO: Okay, I don't intend to go through
18 those today. We'll go through the statements of financial
19 affairs at the continuation.

20 MR. GOLDWASSER: Yes.

21 MS. NAKANO: But when do you think you'll have
22 filing those statements?

23 MR. GOLDWASSER: We have the compilations now,
24 officially. So we're just going to be -- that's what we've
25 been working on, is just reviewing them. Mark it off, you

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1 have an estimation, we will file them, but we have -- we
2 actually have the data finalized.

3 MR. FRANKEL: It'll be probably within a week or
4 two. But yeah, the ones that were -- what happens on this
5 software for filing bankruptcy petitions is you have to
6 check off the boxes, and I checked one too many boxes, and
7 filed blank statements of financial affairs.

8 MS. NAKANO: Okay. All right, Mr. Goldwasser,
9 could you describe the background and nature of the Debtor's
10 businesses?

11 MR. GOLDWASSER: Yes. The consolidated, or
12 whatever the proper legal term is, there's a total of 31
13 buildings, consisting of eight two-family buildings, six
14 three-family buildings, six four-family buildings, three
15 five-family buildings, three six-family buildings, one
16 eight-family building, which is not the term, but when
17 you're -- one multifamily with eight units, and one mixed
18 use building that has -- four mixed use buildings, I'm
19 sorry, that have both residential and commercial units, so a
20 total of 31, with 120 total units.

21 They're all for rent properties, there are -- none
22 of the properties have rent-stabilized tenants. So they're
23 not affected from a value perspective with the current
24 legislation that was just passed. And they are managed by
25 one, two, four different management companies. So there's a

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1 separation of checks and balances on them to bring in
2 revenue, pay the bills, and then pay the mortgage in order
3 to make sure everything is satisfied. So it's a real
4 estate-based business for rental on these properties.

5 MS. NAKANO: Of these 31 buildings, 121 units, are
6 there any vacancies?

7 MR. GOLDWASSER: There might be some smattering of
8 vacancies, but not any (indiscernible) vacancies. I checked
9 today, as of today there's only one tenant that's in
10 arrears, out of the -- out of all the reports that came
11 back. I can't guarantee that on the record, but m saying I
12 did check today to see, and everybody else who's paying on
13 time?

14 MS. NAKANO: Okay, perfect. Have any of these
15 Debtors filed for bankruptcy before?

16 MR. GOLDWASSER: To my knowledge, no.

17 MS. NAKANO: And what prompted the Debtors to file
18 for bankruptcy?

19 MR. GOLDWASSER: As the preamble of the case,
20 there was a sale of the loans on these properties to a
21 private buyer, who then filed immediate foreclosure actions,
22 which we believe are improper and baseless under merit.
23 There was State Court actions going back and forth, a
24 receiver was -- receiver motion was granted. Prior to a
25 receiver being put in place, there was a bankruptcy filed in

1 order to stop a receiver from coming in, and possibly
2 messing up the operation, as all the bills were always paid,
3 the mortgages were paid within a timely fashion, maybe not
4 the day they were due in every instance, but again, when you
5 have so many properties, there can be different things that
6 happen, somebody pays late or whatnot.

7 But there was no payment default on the mortgages.
8 The technical default which was filed was an innocuous one
9 that claimed that somebody who bought a mortgage four days
10 later was harmed from the first date of the mortgage being
11 given, and I believe through the process of factual
12 information, given in the Bankruptcy Court, and the way that
13 the bankruptcy claims are adjudicated, this will come out,
14 prevailing an understanding that this was a manufactured
15 default which was not given by the bank.

16 In fact, the bank declined to file such a default
17 on technical nature, because the guy was paying on time, and
18 had no issue -- in fact, the default was predicated on a
19 statement, former statement from the federal lawsuit brought
20 against one of the principals of the Debtor, the equity
21 holder of the Debtor, which was then dismissed, and really
22 had no claim to back it. But nonetheless, predatory lenders
23 are predatory in nature, and they do things in order to
24 better their pocket, instead of in order to better the
25 world. So that precluded the filing of the bankruptcy, to

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1 answer in a short answer.

2 MS. NAKANO: Okay, now the Debtors have had an
3 initial Debtor interview with my office.

4 MR. GOLDWASSER: Yes.

5 MS. NAKANO: And insurance documents were
6 provided, and copies of debtor in possession checks.
7 However, there are several categories of documents that were
8 requested that have not been provided, and I'll just list
9 them here. The account receivable aging, I think is to be
10 filed with the first monthly operating report for each
11 Debtor. Rent rolls should be (indiscernible), rent rolls --

12 MR. GOLDWASSER: As an attachment, yes.

13 MS. NAKANO: Mm hmm. Schedules of executory
14 contracts, lists of checks and disbursements for 90 days
15 prepetition --

16 MR. FRANKEL: Can you go a little slower?

17 MS. NAKANO: Sorry, the list of checks -- I think
18 Victor sent you an email.

19 MR. FRANKEL: But I want to write it down again.

20 MS. NAKANO: Okay, the list of checks and
21 disbursements for at least 90 days prepetition. The U.S.
22 trustee checklist and certifications, that I think Mr. --

23 MR. FRANKEL: He was going to send use revised
24 ones that had all 18 in one, I don't know if he did that.

25 MS. NAKANO: Okay, I will raise that with him,

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1 then.

2 MR. GOLDWASSER: We don't want to cut too many
3 trees.

4 MS. NAKANO: Okay. All right. Sir, have the
5 Debtors transferred any assets to any other businesses or
6 persons within two years prior to the petition date?

7 MR. GOLDWASSER: So to the best of my knowledge, I
8 will say no. We are going through all of the financial
9 documents, because it's a little bit more of an undertaking
10 than usual, being that here are so many different entities.
11 From what we see, no, but at the same time I don't want to
12 say on the record that it is a guarantee, but all of the
13 research we've done so far has not been -- has not shown
14 that.

15 MS. NAKANO: In any event, any such transfers
16 would be disclosed in the statement of financial affairs
17 that they filed?

18 MR. GOLDWASSER: Yes, which is why, as I stated
19 earlier, we've got the data, we're reviewing it, and making
20 sure that it's all actualized and backed up, because we do
21 not want to file something that's incorrect.

22 MS. NAKANO: Okay. Sir, have the Debtors made
23 payments to insiders within the year prior to filing?

24 MR. GOLDWASSER: That's a mixed bag question, and
25 I'm going to state that there were loans repaid that were

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1 laid out by insiders. So that, that's part, again, of going
2 through the statement of financial affairs. So I can't
3 answer with certainty at the moment, but most of it checks
4 out for a wash, so if there was, for argument's sakes, a
5 check given to an insider, it was also either replaced, or
6 was lent first and then given out.

7 So, similar to when you buy and sell stocks in the
8 stock market. So you get an income statement saying you, if
9 you shorted something, all of a sudden you got \$20 million
10 in income, but really only made, you know, \$5000. So it
11 looks like that to some of the different entities, but we're
12 just trying to zero it out and build a narrative, so it's
13 explained, and it's a little more arduous than the usual
14 case, where you have one building or two buildings.

15 So I apologize for the -- it's not an opaque
16 answer. The answer is yes, there were disbursements, but
17 they were evened out. So it's not a matter of disbursements
18 for the sake of taking the money out and not putting it back
19 in.

20 MS. NAKANO: All right, those will be disclosed in
21 the statement of financial affairs?

22 MR. GOLDWASSER: Yes, that's why I want to do it
23 the right way, without having any questions, for all sides,
24 everybody understands where it is.

25 MS. NAKANO: Okay, have any of the Debtors paid

1 any bonuses, dividends, or special fees prior to filing?

2 MR. GOLDWASSER: To my knowledge, no.

3 MS. NAKANO: Are the Debtors current on their
4 post-petition obligations?

5 MR. GOLDWASSER: To my understanding, yes. I
6 think we had a little bit of a discrepancy on one of the
7 payments, but we're addressing it. just again, because
8 there are so many different management companies, we're not
9 used to the process, and changing over bank accounts, and
10 there were some disgruntled tenants, because they got all of
11 -- not disgruntled because of any other reason than they
12 just get all this mail, and they wanted to answer -- they
13 wanted questions to be answered before they paid rent. So
14 it took a little bit of -- there was a few delays in
15 receiving some of it. But as far as paying everything else,
16 I believe we're up to date, and if not, we'll be up to date,
17 just depending upon the collection.

18 MS. NAKANO: Okay. Have post-petition books and
19 records been established for each of the Debtors?

20 MR. GOLDWASSER: Yes. And they are being kept by
21 the -- each individual management company, and then my
22 office is overseeing and going to be quality controlling
23 them on monthly basis, so that we can file the operating
24 reports. Again, this is unusual size case, with different
25 factions, so it's a little bit more in-depth than a typical

1 case.

2 MS. NAKANO: Sir, have any pre-petition
3 liabilities been paid since the filing of the cases?

4 MR. GOLDWASSER: No. To the best of my knowledge,
5 no.

6 MS. NAKANO: And what is the Debtor's strategy in
7 this case?

8 MR. GOLDWASSER: So the Debtor's strategy is to
9 pay off the current debt with a new mortgage, and the
10 excess, and then file a hundred-cent plan, correct, Mark?

11 MR. FRANKEL: Yes.

12 MR. GOLDWASSER: Yes.

13 MR. FRANKEL: Pay off as a part of a hundred
14 percent plan.

15 MR. GOLDWASSER: Right. But you know, we're going
16 to adjudicate the claim from the mortgages to what their
17 claim purports to be, versus what we believe it is, and pay
18 them off a hundred cents on the equity of their claim.

19 MS. NAKANO: All right. Let me just take this op
20 to remind you that the Debtors are required to file
21 operating reports while the cases are in Chapter 11. They
22 have to comply with U.S. Trustee guidelines. They're due on
23 the 15th day of the month following the month that's being
24 reported on, and bank statements for the corresponding
25 period have to be in next to the operating reports. In

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1 addition, quarterly fees are due while the cases are in
2 Chapter 11. Do you understand these two requirements?

3 MR. GOLDWASSER: Yes, and I explained Mr.
4 (indiscernible) on the phone, the first report's going to be
5 a little bit unwieldy to get, so we're working to get it
6 done before the end of the month. But then from there it'll
7 be in a process that'll be fine.

8 MS. NAKANO: Okay.

9 MR. GOLDWASSER: I'm just, predicating it gain,
10 it's just been -- it's there, but it's just a matter of
11 making sure the processes are built. And while we're
12 getting all the other information, it's just been a little
13 bit harder.

14 MS. NAKANO: All right.

15 MR. GOLDWASSER: But we'll be there.

16 MS. NAKANO: Do you understand that my office may
17 be prompted to file a motion to convert or dismiss if these
18 two requirements are not met?

19 MR. GOLDWASSER: Yes, I do.

20 MS. NAKANO: All right. At this time, I'd like to
21 set a continuation date. September 3rd at 2:30 p.m. here at
22 Bowling Green, and the floor of the U.S. Trustee's office.
23 At that time, we will go over the statements of financial
24 affairs, which hopefully will have been filed in the
25 intervening period. And that would also be the control date

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1 for the filing, or the giving, the Debtor's providing to our
2 office the governance documents we've requested, as well as
3 the other documents, including the rent rolls, the schedules
4 of executory contracts, the checks and disbursements for the
5 90 days prepetition, and the certifications and checklists,
6 all right?

7 MR. GOLDWASSER: Yes, absolutely.

8 MS. NAKANO: So at this time, does the creditor
9 have any questions?

10 MR. FLIMAN: Yes, I have a few questions.

11 MS. NAKANO: All right. I would just like to
12 interpose my usual admonition that this is not a 2004 exam.
13 I understand that your client has actually obtained a 2004
14 order.

15 MR. FLIMAN: Correct.

16 MS. NAKANO: However, please feel free to examine
17 the Debtor concerning the financial affairs of the Debtor.

18 MR. FLIMAN: Sure, thank you.

19 MS. NAKANO: And just identify --

20 MR. FLIMAN: Yeah, for the record, Daniel Fliman
21 with Stroock Stroock & Lavan representing Brooklyn Lender.
22 Mr. Goldwasser, a few questions for you. so you would
23 reference that there's some instruments signed by Mr.
24 Strulovitch that authorizes you to have certain powers in
25 connections with the Debtors, is that right?

1 MR. GOLDWASSER: Yes, for the estate, for the
2 bankruptcy estate --

3 MR. FLIMAN: Okay.

4 MR. GOLDWASSER: Not for -- yes, to act on behalf
5 of those for the bankruptcy estate.

6 MR. FLIMAN: And is that authorizing you
7 individually, or GC Realty?

8 MR. GOLDWASSER: GC Realty, with me being under GC
9 Realty. (indiscernible) authorized signature for GC Realty.

10 MR. FLIMAN: What is that instrument, what is that
11 document?

12 MR. GOLDWASSER: A general, giving management on
13 the list of all the different entities. This is where I'm
14 acting as a manager for the entities of the estate, as
15 opposed to being an equity member. I'm just clarifying, so
16 you understand, so I'm not part of the -- I'm not part of
17 the operating agreements. I'm just tasked in running the
18 bankruptcy here.

19 MR. FLIMAN: So are either you or GC Realty an
20 officer of any of the Debtor entities?

21 MR. GOLDWASSER: Manager.

22 MR. FLIMAN: A manager of one of the Debtor
23 entities?

24 MR. GOLDWASSER: Yes.

25 MR. FLIMAN: Okay, and what is the scope of

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1 authority granted to you by the Debtor entities.

2 MR. GOLDWASSER: It's a little bit of a broad
3 scope, just to deal with the bankruptcy, and the running of
4 the bankruptcy. Similar to what you would be akin to, a
5 CRO, but we -- it's a title of manager, because it's not a
6 restructuring officer, from the legal term, just so you
7 know. But as a manager for the restructuring of the debt.

8 MR. FLIMAN: So the actual manager of the entities
9 is GC Realty.

10 MR. GOLDWASSER: Yes.

11 MR. FLIMAN: Of which you are a vice president, is
12 that right?

13 MR. GOLDWASSER: I'm head cook and bottle washer,
14 but yeah, no, I am GC Realty.

15 MR. FLIMAN: Well, you signed the petitions as, as
16 I can show it to you, but you signed it as vice president,
17 that was the notation of the petitions.

18 MR. GOLDWASSER: It may have been, yeah. It must
19 have been oversight.

20 MR. FLIMAN: Okay, so just the reason I'm asking -
21 -

22 MR. GOLDWASSER: Sure, no, no --

23 MR. FLIMAN: Is GC Realty a vice president in any
24 way, of any of the entities?

25 MR. GOLDWASSER: No.

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1 MR. FLIMAN: Are you a vice president?

2 MR. GOLDWASSER: No.

3 MR. FLIMAN: Does GC Realty, your entity, owe
4 fiduciary duties?

5 MR. GOLDWASSER: I'm sorry?

6 MR. FLIMAN: Does it owe fiduciary duties?

7 MR. GOLDWASSER: Can you clarify your question?

8 MR. FLIMAN: Sure, is it a fiduciary for the
9 estate, GC Realty?

10 MR. GOLDWASSER: I'm not a lawyer, you tell me.

11 MR. FLIMAN: Okay. Is there a contract between GC
12 Realty Advisors and the Debtor entities?

13 MR. GOLDWASSER: They're part of the agreement,
14 yes.

15 MR. FLIMAN: I didn't understand that answer.

16 MR. FRANKEL: When we produce the agreement,
17 you'll see. He doesn't obviously remember the details of
18 it.

19 MR. GOLDWASSER: Fund management services, for the
20 purposes of being in a bankruptcy restructuring, and the
21 bankruptcy, and I get fees for doing so.

22 MR. FLIMAN: Okay, sorry, I wasn't clear. It
23 seems like there's some resolution that vests you with
24 authority.

25 MR. GOLDWASSER: Okay.

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1 MR. FLIMAN: And is there separate agreement with
2 the Debtors, or is one self-contained document that has all
3 this?

4 MR. GOLDWASSER: One self-contained document.

5 MR. FLIMAN: Okay. And what is your fee
6 arrangement with the Debtor?

7 MR. GOLDWASSER: That'll be on the document.

8 MR. FLIMAN: You don't know your fee arrangement?

9 MR. GOLDWASSER: I know my fee arrangement, but
10 it'll be -- I don't care, it makes no difference, it'll be
11 disclosed anyway. \$25,000 to set up and get all the
12 documentation prepared for the filings, and then \$7500 a
13 month as manager of the estate, and preparing all the
14 paperwork, preparing all reports, filing all documents,
15 court appearances, et cetera, et cetera.

16 MR. FLIMAN: And that's aggregate for all the
17 Debtor entities?

18 MR. GOLDWASSER: Yes, I'm sorry, yes.

19 MR. FLIMAN: And how much did you get paid prior
20 to the petition date by the Debtors?

21 MR. GOLDWASSER: I don't think it was by the
22 Debtors, but the \$25,000 was received prior to the petition.

23 MR. FLIMAN: So who'd you get paid by?

24 MR. GOLDWASSER: Mr. Strulovitch.

25 MR. FLIMAN: Does your agreement, to your

1 knowledge, indemnify you or GC Realty?

2 MR. GOLDWASSER: It might be in some of the
3 language, but I'm not sure.

4 MR. FLIMAN: When you -- I can show it to you,
5 when you filed the petitions, you indicated that this case
6 is -- that these Debtor cases are related to 73 Empire
7 Development, LLC as affiliates.

8 MR. GOLDWASSER: Mm hmm, yes.

9 MR. FLIMAN: What is the affiliate connection
10 between the Debtor entities and 73 Empire Development, LLC?

11 MR. GOLDWASSER: Mr. Strulovitch, Mr. Strulovitch
12 owns it --

13 MR. FLIMAN: Just let me finish my --

14 MR. GOLDWASSER: Oh, I'm sorry.

15 MR. FLIMAN: Yeah, yeah, what is, what is the
16 relationship, the affiliate relationship between 73 Empire
17 Development, and the Debtor entities?

18 MR. GOLDWASSER: Mr. Strulovitch owns 80 percent
19 of 73 Empire, and he owns 100, or 99 percent -- he owns a
20 majority, I will say, of each of these entities. It's his
21 own affiliation, not mine.

22 MR. FLIMAN: And that's the only affiliate
23 connection, correct? To your knowledge?

24 MR. GOLDWASSER: Yes.

25 MR. FLIMAN: Who prepared the list of equity

1 holders that you just went through in the schedules?

2 MR. GOLDWASSER: We provided information, we
3 prepared it, and as I said, he doesn't want to do things, I
4 want to amend after reviewing all the documentation that
5 we've been doing to back up, so we can provide it to the
6 trustee's office.

7 MR. FLIMAN: So you say we will provide
8 information, that's -- who's that, who's we?

9 MR. GOLDWASSER: Me, me and my staff.

10 MR. FLIMAN: Your staff at GC Realty?

11 MR. GOLDWASSER: Mm hmm.

12 MR. FLIMAN: Okay, and by whom will you provide
13 information?

14 MR. GOLDWASSER: Mr. Strulovitch and his
15 management companies.

16 MR. FLIMAN: Did you review any documents in
17 preparing the list of equity security holders, or rely on
18 information that Mr. Strulovitch gave you?

19 MR. GOLDWASSER: We relied on the information,
20 which is why, as I stated earlier, we're fully reviewing to
21 make sure that we have every document buttoned down. If I
22 have to amend, I'm going to amend.

23 MR. FLIMAN: Okay, but you swore under penalty of
24 perjury that these documents were correct, right?

25 MR. GOLDWASSER: And I said I might amend some of

1 them under threat of perjury.

2 MR. FLIMAN: Okay. Did you review any documents
3 to assess the validity of the creditor lists that are
4 included in the schedules?

5 MR. GOLDWASSER: I reviewed some documentation. I
6 was provided some documentation. And again, through the
7 process we're going to equalize and make sure everything is
8 exact.

9 MR. FLIMAN: What documents did you review to
10 assess the creditors?

11 MR. GOLDWASSER: You haven't referenced any
12 specific creditors.

13 MR. FLIMAN: Sure, let's do that. I think that'd
14 be helpful. So I have a different binder than that one.
15 But let's try to just do this in concept, maybe that'll be
16 the way to do it.

17 MR. GOLDWASSER: Much easier.

18 MR. FLIMAN: If not, we'll put it right in front
19 of you. So there are references throughout three of the
20 schedules to Mr. Joshua Goshal, who I think we discussed
21 earlier.

22 MR. GOLDWASSER: Wagshal.

23 MR. FLIMAN: I'm sorry, how do you pronounce that?

24 MR. GOLDWASSER: Wagshal.

25 MR. FLIMAN: Wagshal, sorry. Wagshal, having

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1 claims for \$2.5 million, three different Debtor entities.

2 You're aware of that?

3 MR. GOLDWASSER: Yes.

4 MR. FLIMAN: And do you understand the nature of
5 those claims?

6 MR. GOLDWASSER: Yes, he -- from what I
7 understand, and I don't have all the documentation, but from
8 what I understand, as a general course of business, Mr.
9 Strulovitch buys properties, he takes in, excuse me, profit
10 share partners, and they give him money to put into the
11 entities as a loan, so they can receive a specific type of
12 return, similar to a preferred return in a typical
13 transaction.

14 So his money is owed -- I'm sorry, the money that
15 is allocated from Mr. Wagshal to the specific properties is
16 monies that he gave to Mr. Strulovitch in order to invest in
17 the properties. Not to be a partner, but to be a profit
18 share partner.

19 MR. FLIMAN: Did you review any documentation to
20 reflect that arrangement?

21 MR. GOLDWASSER: I have not. I requested it, and
22 again, part of why I'm saying we need a little bit more time
23 is I'm getting documentation to aback everything up.

24 MR. FLIMAN: Do you know whether there is any
25 documentation reflecting --

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1 MR. GOLDWASSER: I --

2 MR. FLIMAN: Let me just finish. Do you know
3 whether there's any documents reflecting the arrangement
4 that you've just described?

5 MR. GOLDWASSER: I've requested it, and upon
6 receipt, I can tell you that.

7 MR. FLIMAN: So you don't know.

8 MR. GOLDWASSER: As of right now, I was told there
9 is, but I don't have it.

10 MR. FLIMAN: The schedules also refer to \$500,000
11 being owed to (indiscernible) Oberlander.

12 MR. GOLDWASSER: Mm hmm.

13 MR. FLIMAN: IS that similar to the answer you
14 just gave with respace to Mr. Wagshal?

15 MR. GOLDWASSER: Correct.

16 MR. FLIMAN: What about Alan Stein? Do you happen
17 to know that as well?

18 MR. GOLDWASSER: I don't know, what's the amount?

19 MR. FLIMAN: \$600,000.

20 MR. GOLDWASSER: Yes, then I would assume it's the
21 same.

22 MR. FLIMAN: What about Mr. Moses Guttman?

23 MR. GOLDWASSER: Similar.

24 MR. FLIMAN: Similar, okay. Now looking to Mr.
25 Wagshal, we just went through the list of equity

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1 securityholders. In certain of the Debtors, or at least one
2 of the Debtors, he's described as actually being a part
3 member of the LLC, is that correct?

4 MR. GOLDWASSER: Yes, yes.

5 MR. FLIMAN: And is that distinct from the profit-
6 sharing arrangement that you --

7 MR. GOLDWASSER: I --

8 MR. FLIMAN: Let me just finish, I'm sorry.

9 MR. GOLDWASSER: Sure.

10 MR. FLIMAN: Is that distinct from the profit-
11 sharing arrangement that you just described?

12 MR. GOLDWASSER: I believe it's part of the
13 taxation benefits where he gets a certain higher percentage
14 of -- look, and again, I'm giving you the theory, as were
15 talking in theory, is that he's listed there, so that he can
16 get a specific type of tax benefit, but I don't, you know,
17 I'm not an attorney, I'm not an accountant, but from what I
18 understand, that's why he's listed, as a one percent member,
19 versus being a larger member.

20 MR. FLIMAN: Do you know whether the entity CS
21 Construction, which is listed in the schedules, has any
22 affiliation with the Debtors, or the Debtor's owners?

23 MR. GOLDWASSER: Do I know for a fact? I don't.
24 But I believe it does. But I'm not trying to -- no, that
25 doesn't mean that that money isn't owed to vendors, but I'm

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1 just saying that even though it might be a creditor for
2 purposes of -- it might have an ownership common, but it
3 doesn't mean that the vendors aren't owed money, so that's
4 why I think we list it in the way that it was listed. And
5 not listed as an insider claim.

6 MR. FLIMAN: Well, on that point, you referenced
7 the fact that there may have been payments made prior to the
8 bankruptcy, to insiders, and that you were going to put
9 together a list of that, is that right?

10 MR. GOLDWASSER: Mm hmm, yeah.

11 MR. FLIMAN: Who do you consider insiders, in
12 giving that answer?

13 MR. GOLDWASSER: Mr. Strulovitch.

14 MR. FLIMAN: Nobody else?

15 MR. GOLDWASSER: I haven't seen all of it, but I
16 believe that it's Mr. Strulovitch is 90 percent of anything
17 that might have been given out. But again, it's a wash,
18 where he would lend money to one and put it back. So that's
19 where we were having the discussion from disbursements to
20 insiders, if, just as just we're having this, if it zeros
21 out because the monies were put back in, is that actually a
22 distribution or not?

23 MR. FLIMAN: I don't understand that point, can
24 you explain that to me?

25 MR. GOLDWASSER: Okay, so as common in real

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1 estate, let's say I own a building, which I own some
2 buildings, and the building needs to pay a bill for a
3 plumbing riser that's \$20,000, okay, and the building
4 account doesn't have \$20,000. I will write out a check from
5 my account to the building, so they can pay the plumber for
6 the \$20,000 bill.

7 When the money does come in, and is surplus in the
8 account for that building, I will take that money back. I
9 lent it for the purposes of fixing the plumbing risers, so
10 that the building could operate. So when that money comes
11 out to me, it looks as a disbursement to David Goldwasser,
12 but really it wasn't a disbursement, it was a reimbursement.

13 MR. FLIMAN: Okay.

14 MR. GOLDWASSER: So that's why I'm saying, almost
15 all of the disbursements, and we're categorizing them, going
16 through them, to make sure which ones are offset by monies
17 that were lent to the entity and then paid back.

18 MR. FLIMAN: So as of the petition date, is Mr.
19 Strulovitch owed anything else on the account of the
20 financing arrangement you just described?

21 MR. GOLDWASSER: Part of what we're going through,
22 no. I don't think he is, but part of -- you know, we're
23 trying to equalize exactly what every building is, so that
24 we can properly answer that question. If we did have an
25 answer, it would have been listed.

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1 MR. FLIMAN: The -- your declaration that's
2 submitted in connection with the schedules. I don't think
3 you necessarily need to turn to it, but references the fact
4 that there's a possibility to reinstate, or there's a
5 reference to a specific section of the Bankruptcy Code that
6 there may be a way to not pay penalty rate to my client.

7 MR. GOLDWASSER: Sure.

8 MR. FLIMAN: Do you recall that? Would it help
9 for me to put it in front of you, or you recall that? Okay.
10 Is it the Debtor's intention right now to reinstate my
11 client's loans, or only to repay my client's loans with exit
12 financing?

13 MR. GOLDWASSER: So there's an option on both
14 sides. Some of the loans have matured, some of the loans
15 are -- I don't have the specific list in front of me as
16 we're talking without looking at any specific documents, but
17 the actual intent is to pay them off. If there are some
18 that we could reinstate, we don't have a specific
19 preference, but the actuality is we're intending to pay them
20 off.

21 MR. FLIMAN: When were you retained by the
22 Debtors?

23 MR. GOLDWASSER: Exactly a few weeks before.

24 MR. FLIMAN: When we have the agreements.

25 MR. GOLDWASSER: Correct, but what I'm saying,

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1 it's in order to prepare all the documents and make sure, I
2 would assume it took, I think about two weeks to get the
3 prepared, something in that range.

4 MR. FLIMAN: Prior to that, had you had any
5 interaction with these Debtor entities?

6 MR. GOLDWASSER: These Debtor entities, no.

7 MR. FLIMAN: Had you had interactions with Mr.
8 Strulovitch prior to that?

9 MR. GOLDWASSER: Yes.

10 MR. FLIMAN: And what were your interactions to
11 Mr. Strulovitch prior to being retained by these Debtors?

12 MR. GOLDWASSER: Working on the 73 Empire, I
13 (indiscernible) the 73 Empire, which is a related case, in
14 order to work through that and a bankruptcy plan in order to
15 try to if that project.

16 MR. FLIMAN: Okay. Oh, do you know the nature of
17 the claim that Silver Spring Capital asserts against the
18 Debtors? Do you happen to know that?

19 MR. GOLDWASSER: I don't. (indiscernible) find
20 out.

21 MR. FLIMAN: And what about Waterfront Properties?

22 MR. GOLDWASSER: I am not sure, but I will --

23 MR. FRANKEL: It's under managing agent?

24 MR. GOLDWASSER: I'm not sure, we have Waterfront
25 Management. Maybe that's --

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1 MR. FLIMAN: I'm just seeing round numbers in the
2 schedule, so I didn't know whether --

3 MR. GOLDWASSER: I have to look into it. I'm not
4 trying to be evasive.

5 MR. FLIMAN: Okay, last question for you is aside
6 from Mr. Wagshal, Guttmann, Oberlander, are you aware of
7 anybody else that has the profit-sharing partnership or
8 arrangement with any of the Debtor entities?

9 MR. GOLDWASSER: From what I have seen, I believe
10 those are -- that is the list. But again, I'm making sure
11 of every little detail, while we go through all the text
12 returns and verify every detail, to make sure that we have
13 everything listed properly. But I think that encapsulates
14 the list. If there are any additional, obviously we're
15 going to provide it.

16 MR. FLIMAN: Okay, that's all I had.

17 MS. NAKANO: Great. So we will continue this
18 meeting on September 3rd at 2:30.

19 MR. GOLDWASSER: Thank you.

20 MS. NAKANO: Thank you.

21

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1 C E R T I F I C A T I O N

2

3 I, Sonya Ledanski Hyde, certified that the foregoing
4 transcript is a true and accurate record of the proceedings.

5

Sonya Ledanski
Hyde

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Hyde
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Sonya Ledanski Hyde

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25 Date: July 25, 2019

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